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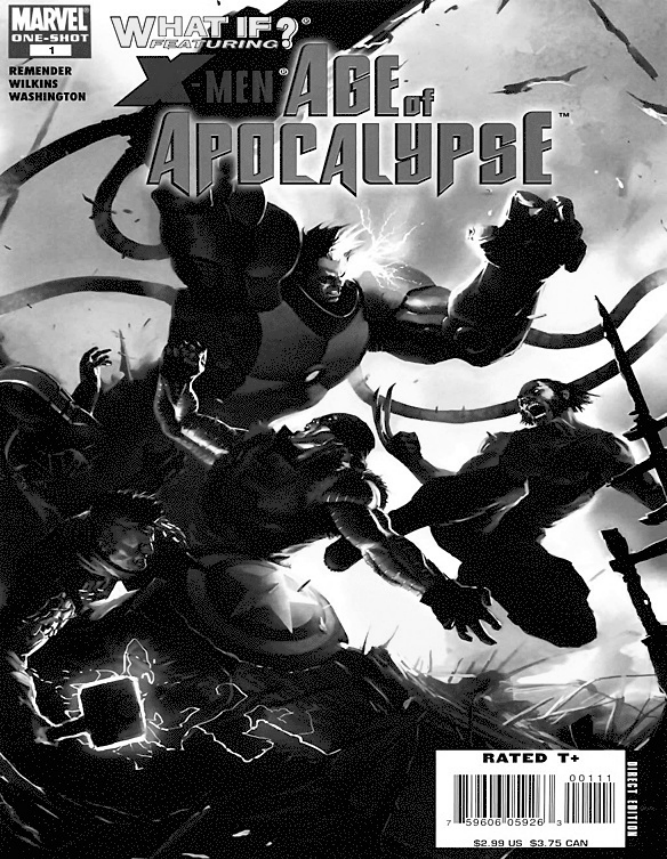
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WHAT IF?
FEATURING

REMENDER
WILKINS
WASHINGTON

X-MEN[®] AGE of APOCALYPSE™



RATED T+



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\$2.99 US \$3.75 CAN

DIRECT EDITION

RICK REMENDER

DAVE WILKINS
ARTIST

ANTHONY WASHINGTON

COLORIST

NATE PEXOS

LETTERER

MARKO DUBOVIĆ

COVER ARTIST

BRAD JOHANSEN

PRODUCTION

NATHAN COBBY

ASSISTANT EDITOR

MARK PANICIA

EDITOR

JOE QUESADA

EDITOR IN CHIEF

DAN BUCKLEY

PUBLISHER

I AM THE
WATCHER.

IT IS MY
CHARGE TO
OBSERVE AND RECORD
THE HISTORY OF YOUR
PLANET, AS WELL AS
ITS DIVERGENT
DIMENSIONS.

IN MANY OF THESE
ALTERNATE REALITIES I HAVE
WITNESSED GRAND ANOMALIES.
FOR INSTANCE, A MUTANT KNOWN
AS LEGION TRAVELS BACKWARDS
THROUGH TIME, TO KILL THE MUTANT
MAGNETO. IN MOST, MAGNETO
IS SPARED WHEN CHARLES
XAVIER SACRIFICES
HIMSELF.

BUT XAVIER
IS A MAN OF SINGULAR
SIGNIFICANCE, AND HIS
DEATH HURLES EARTH INTO
A BLEAKNESS KNOWN
AS THE AGE OF
APOCALYPSE.

*HOWEVER, THE REIGN OF THE
VILLAIN KNOWN AS APOCALYPSE
UNFOLDS IN VASTLY DIFFERENT
WAYS ACROSS THE MULTIVERSE.
FOR INSTANCE...

**LEGION HAD
KILLED
XAVIER AND
MAGNETO?**

*IN THIS WORLD, LEGION'S
ATTACK ENDED IN
COUNTLESS GRUESOME
DEATHS. THIS WOULD BE
HUMANITY'S FIRST
INTRODUCTION TO THE
EXISTENCE OF MUTANTS.

*THE
WORLD FLOURISHED
WITH NON-MUTANT
SUPERHUMANS...

*...WHILE KA-ZAK OF THE
HIDDEN SAVAGE LAND
OFFERED MUTANTS REFUGE.

*PANICKED GOVERNMENTS
PLACED MUTANTS IN
CONCENTRATION CAMPS,
THUS TEMPORARILY
SUPPRESSING APOCALYPSE'S
DOMINATION OVER HUMANITY.

*APOCALYPSE ERECTED ENORMOUS
SLAUGHTERHOUSES TO EXTERMINATE
THE REMAINING HUMAN POPULATION.

*ALL MUTANTS AND SUPERHUMANS
BECAME SERVANTS TO THE REGIME
OF APOCALYPSE-- OR THEY, TOO,
WERE EXECUTED.

THAT
YOU SPARE
ATLANTIS--
I AM WILLING
TO SERVE
YOU.

*EVENTUALLY, APOCALYPSE
ARMAGEDDONED AND UNLEASHED
AN ARMY OF MUTANT STORM
TROOPERS ALL FUELED BY
INDIGNATION BORN OF THE
INJUSTICES THEY HAD
SUFFERED AT THE HANDS
OF HUMANITY.

*THEIR ONSLAUGHT
CAME WITH SUCH
DEADLY AND SWIFT
PRECISION THAT SOON
NONE WERE LEFT TO
OFFEND THEM.

"DECADES LATER, AS THE REST OF THE WORLD WILTED UNDER APOCALYPSE, THE SAVAGE LAND NOT ONLY REMAINED UNDEVELOPED, IT FLOURISHED."

"MOST OF THE INHABITANTS BELIEVED THAT APOCALYPSE HAD EXTENDED MERCY TO THEM, HIS KIN."

"SOME KNEW BETTER..."



EXCELLENT WORK, NATE.

SEEMS LIKE OUR KID'S TELEKINEGIC HAS GROWN BEYOND EVEN YOURS, JEAN.

LET'S MAKE SURE HE ENDS UP AT LEAST AS COCKY AS YOUR BROTHER.

AL-- DON'T WORRY, MOM, YOU'RE STILL THE QUEEN OF TELEPATHY.



"ALTHOUGH JEAN AND SCOTT SUMMERS HAD TRAINED NATE TO BE READY FOR THE DAY WHEN APOCALYPSE ATTACKED, NO ONE COULD EVER HAVE PREPARED THE BOY FOR WHAT WAS TO COME."

JEAN, WHAT'S WRONG?

SCOTT-- THEY'RE COMING!



LEAVE NONE ALIVE.

FOR THE GLORY OF APOCALYPSE--
"DEATH TO TRAITORS!"



GAURON, GET NATHAN OUT OF HERE NOW!

NO! LET HE STAY!

YOU'RE TOO IMPORTANT TO DIE HERE, NATHAN!

PINO-BY'S ESCAPING!



AWE, THEY'LL NOT MAKE IT FAR.

"NATHAN SUMMERS HAD ONLY KNOWN PARADISE."

AS HE FLED THE DESTRUCTION OF HIS HOME AND THE GLAUGHTER OF THOSE HE LOVED, HE NOW FELT ONLY...

"...RAGE."

*GAIKON CARRIES NATHAN THROUGH THE BITTER COLD OF THE SURROUNDING ANTARCTIC AS FAR AS HE COULD...

PLANT

GET UP!

WAIT...
WE'RE
NOT ALONE
HERE...

I...
CAN'T...

YOU
TRYING TO
SNEAK UP ON
A TELEPATH?

NOPS.

JUST
FIGURED THIS WAS
WHERE THE POLAR
BEAR CLUB WAS
MEETIN'--

COF~!

**I'LL
KILL YOU!
I'LL KILL
APOCALYPSE!**

THERE'S
A THIRP CLAW,
BUT--THINK
YOU CAN ERY
MY NOODLE
'FORE I SINK IT
THROUGH
YAT

I AIN'T
HERE FER A
TUGGLE, SON--
AND I SURE AS
SPIT AIN'T FRIEND
TO APOCALYPSE.

BE
A LOT EASIER
IF YOU'D JUST
COME WITH
ME.

MAN WHO
GENT ME MADE
IT SOUND LIKE
YOU MIGHT
BE OUR LAST
HOPE.

"NATHAN AND LOGAN TRAVELED FOR MONTHS ACROSS THE TREACHEROUS REMAINS OF NORTHERN AMERICA TO THE RUINS OF NEW YORK, TO JOIN ALLIES..."

THEY...
KILLED EVERYONE
I EVER CARED FOR
IN MINUTES.

THEY WERE
UNSTOPPABLE.

DON'T
BE SO SURE,
SON.

NATHAN, THIS HORROR WE
FACE IS CANCEROUS AND
UNNATURAL...

THE ORIGIN
OF THIS PERVERSION
LIES WITH THE DEATH
OF A MAN WHO WAS
DESTINED TO HELP STAVE
OFF APOCALYPSE'S
GENOCIDE OF
HUMANITY.

UNFORTUNATELY,
HE WAS MURDERED
BY A TIME-TRAVELER
LONG BEFORE HE HAD
THE CHANCE TO
FULFILL HIS ROLE.

I WAS
PRESENT WHEN
MY FATHER, SPOOK,
STEPHEN STRANGE,
GAVE HIS LIFE TO
UNCOVER THIS
INFORMATION.

WITH HIS
DYING BREATH,
HE FORSAKE MY
TRAVELING BACK
IN TIME TO RECTIFY
THIS ANOMALY.

WE HAVE
ACCEPTED THE WISDOM
IN STEPHEN'S WISHES.
THERE ARE BOUNDLESS
RIPPLES TO FACTOR INTO
THE EQUATION WHEN TIME-
TRAVELING—WE ARE BETTER
SERVED DESTROYING
APOCALYPSE AND MENDING
THE WORLD IN WHICH
WE LIVE.

THERE
IS STILL
HOPE.

STEPHEN
BELIEVES YOU
WERE THE KEY
TO THAT
HOPE.

WE
MAY ONLY BE A
SMALL UNIT OF
RESISTANCE FIGHTERS...
BUT AS FAR AS BROTHER
VOODOO AND I KNOW,
WE'RE THE LAST LIVING
HUMANITY WITH THE
POWER TO RESIST
APOCALYPSE.

WHEN MY DAD WAS MY AGE, HE
GROUPED HIS EYES OUT
TO SLIP PAST THE POLICE...
SO, I DON'T HAVE
MUCH LOVE FOR
HUMANITY...

...BUT
IF I'M
THE KEY TO
DESTROYING
APOCALYPSE,
THEN NO
MATTER WHAT
IT TAKES—
THAT'S WHAT
I'LL DO.

"MONTHS LATER, UNDER THE LEADERSHIP OF WW II VETERAN, STEVEN ROGERG, THIS SMALL TEAM BECAME A PRECISION UNIFIED COMBAT UNIT."

BIG GALLOOT IN THE CENTER'S **CRUSHER CREEL**, THE OTHER TWO, I AIN'T GOTTS A CLUE.

ANY IDEAS WHO OUR VICTORIS ARE, BENT

SCOUTS, PROBABLY. THEY'VE GOTTEN TOO CLOSE TO LET THEM PASS.

YOU READY?

YAH, BUT I AIN'T GOT NUTN ELSE TA DO.

DEFENERS ASSEMBLE!

GHA--!

THAP

LOOKIN' SOFT, CARL.

COF--!

QUICK AND QUIET, MATES!

NATE, YOU SAID IF I STAYED WITH YOU GUYS, THERE'D BE NO MORE FIGHTING...

OWEN, YOU'VE GOT TO GET OVER YOUR INSECURITIES, FOR GOD'S SAKE-- YOU'RE THE MOLECULE MAN!

I-I...

I'M GONNA GIVE YOU A PSIONIC NUDGE AND UNLOCK YOU FROM THESE MANG-UPS...

...BUT YOU NEED TO TRUST ME.



OKAY,
I TRUST
YOU--



YEP--HMM--

FEAR
GOD--
NO!



WHAT
THE HELL
ARE YOU
DOING,
NATHAN?

TIPTING THE
ODDS IN OUR
FAVOR A
TAD.

I UNLOCKED
OWEN FROM HIS
INABILITY TO MANIPULATE
ORGANIC MATTER--HE
TRANSFORMED THEIR FLESH
INTO WATER WHICH I
HEATED TILL IT
EVAPORATED...



I WILL
NOT TAKE PART
IN NEEDLESS
MURDER.

DEFINE
NEEDLESS.

WE
HAP THE
SITUATION
UNDER
CONTROL!

I'M WITH
THE KID--AIN'T
MANY "BOY
GOOL" OPTIONS
LEFT, STEVE.



YOU RISK SPLINTERING
OUR BONDS ON THE
SUE OF OUR
ASSAULT?

DON'T YOU RISK OUR LIVES
BY REFUSING TO OPEN A
DIMENSIONAL GATE DIRECTLY
TO APOCALYPSE'S
TOWER?

THE
DANGERS WITHIN
THE REALM OF PORMAMMI
ARE GREATER THAN THE
RISK--IT STANDS ONLY
AS A LAST RESORT.

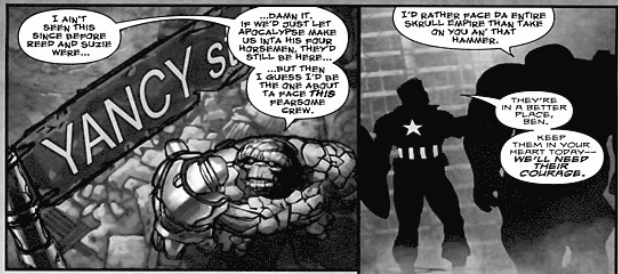
THEN, USE THE
EYE OF AGAMOTTO!
GUIDE ME TO THE MOMENT
OF THE ANOMALY--I COULD
STOP LEGION FROM
MURDERING XAVIER AND
MAGNUS--NONE OF THIS
WOULD HAVE
TO BE!



I HAVE
STRUGGLED
WITH THE URGE
TO REPAIR THE
ANOMALY.

STEPHEN
STRANGE CHOSE
TO LET IT BE. WE
MUST DEFER TO
HIS WISDOM.

YOU MUST
FOLLOW
THE PLAN--
TOMORROW
NIGHT WE
ATTACK.





HOLD UP.



CAN'T PLACE THE SCENT, BUT IT'S FAMILIAR...



GUNK'S CRAWLIN' UP MY BOOTS!



TOPSIDE AS WELL.

GET BACK DOWN HERE, BRIAN--WE NEED TO MAINTAIN ZERO VISIBILITY.



DON'T HAVE TO TELL ME TWICE!



FAMN! IT'S NO GOOD--I'VE GOT TONS OF BOGIES COMING FROM ALL SIDES!

I'VE NEVER SEEN ANYTHING LIKE THIS...

THEY HAVE LIMITED CONSCIOUSNESS. FROM WHAT RESEARCH I CAN READ, THEY'RE CLONES OF SOME KID NAMED PARKER...**THE SPIDER-MAN.**

DIDN'T NEED A TELEPATH TA FIGURE THAT ONE OUT.

WHERE WE STAND ON 'MURDERIN' CLONES, CAPTAIN ETHICAL?

SWIPE

LETHAL FORCE!

NONE OF THESE CREATURES ARE PETER--

YOU LADS WANNA DANCE-- I'LL GUT YOU FROM HEAD TA HIPS.

IMPURIATIN' AS HE WAS, WEB-HEAD WAS A CHUM 'A MINE--

--AN' NOBODY LIKES A CLONE.

CRUNCH

TO ENTER THE KINGDOM OF APOCALYPSE...

...IS A
WILLING MARCH
TO SUICIDE!

CRASH!

HOLOCAUST!

HOGANTHUM LEV
TORMS--I COMMAND
YOU HALT!

NATHAN, GET
INTO THE MONSTER'S
HEAD! SLIT HIM
DOWN!

HIS MIND'S
FORTIFIED--
PSIONIC ATTACKS
WON'T WORK!

DAMN IT--
WHERE'S
OWEN?!

NOTHING CAN
SAVE YOU!

GHA--!

CLASH!



--YOU'D
SEE YER
STANDIN' ON
YANCY
STREET--

FOOM

--THIS
HERE'S
MY TURF!

YOU'RE DA
MOCK WHO
MURDERED MY
FAMILY AN' TOOK
MY ARM! SHAME
YOU AN'T GONNA BE
AROUND TA SEE
THE CLOBBERIN'
I'M GONNA GIVE
YER OLD
MAN!

YOU'VE
FRACTURED
MY ARMOR!

SHOULD
WE ASSIST
MR. BRADDOCK
WITH A FASTBALL
SPECIAL?

YOU KNOW
ME, I NEVER
TURN DOWN A
RIPE.

WE
CAN'T AFFORD
THIS FIGHT--
FINISH IT
NOW!

4TH COM

I DON'T
REMEMBER
KILLING YOUR
FAMILY.

THEIR
INSIGNIFICANT
LIVES HELD
LITTLE MEANING
FOR ME.

YEARCH!



SAURON--
GET HIM OUT
OF THERE!

BEN,
WE CAN'T
PREFEAT HIM!
WE NEED TO
GO!

YEAH, I
HEAR YA, BUT
MY DANCE
PARTNER
MIGHT NOT BE
QUITE READY
TA SAY
GOODNIGHT--

IN
FACT--



--WE
WERE JUST
FINISHING.



BEN?

NO!



GOPLESS
MONSTER--
YOU WANTED
A FIGHTT!

PA--
AND HE
SHALL HAVE
ONE!



YERAGH--!

PETER!



WE'RE BEING
KILLED HERE,
DO IT!

GERINTORA!
MANTILARIOUG!
PORMAMMU
RALIGATORUM...







THEN
WE WILL
ALL DIE!

WE'VE NO
CHOICE,
STEVE!

NO!
NO MORE
RUNNING!

HA--
OH, YES THIS
MIGHTY GOOKER
SUPREME WILL
RESTRAIN ME.



OWEN,
GO NOW!

SUCH A HOLLOW
MOCKERY!

DO NOT
UNDERESTIMATE
ME, PORMAMMU!



PLEASE.

HOLUSANT
LETARTHUM!

I'M SORRY,
JERICHO--!



NO!

I NEED
THE EYE OF
AGAMOTTO.



NATHAN--
GHA!

THE TEMPLE OF
APOCALYPSE.

FOUR
HORSEMEN
SMASH!

ON THIS
DAY, ALL THOSE
YEARS AGO, APOCALYPSE
RAINED ARMAGEDDON ON
EVERY LIVING SOUL...

EVERYTHING
WE HELD DEAR WAS
CRUSHED, EVERYONE
WE'VE EVER LOVED--
SLAUGHTERED.

APOCALYPSE
ROBBED US OF
OUR LIVES.

TODAY...



...WE ROB HIM
OF HIS!



WELL, THAT'S A
RIGHT PRETTY
SPEECH.

WE'LL
MAKE IT YER
EPITAPH!



GRABOOM

NO.



DEFENDERS...
TAKE IT TO
'EM.

NO
MERCY!

ZERZERZERZER

FOCUS
ON HULK!

GHRA!

IF THE BRUTE
IS YOUR FOCUS THEN
YOU'RE UNPREPARED FOR
THE FEROCITY OF THE
PROTECTOR OF
ATLANTIS!

THWAK

OOF--!

TO KEEP
ATLANTIS FREE,
I WOULD FIGHT
FOR THE DEVIL
HIMSELF==

YARGH!

SCHLUK

CONGRATS,
BUT--YOU'VE
PONE JUST
THAT.

VILE
INTRUDERS!

KHA--!

BERZERK

HULK
KILL PUNY
HUMANS!

THIS
HAMMER SAYS
DIFFERENT,
BRUCE.

COME ON,
OWEN, WE'RE
GONNA FINISH
APOCALYPSE.

OWEN--WE
NEED YOUR
HELP!

KRUNCH

TIN-
MAN NO SERVE
APOCALYPSE--
TIN-MAN DIE!

TA-BOOM





WHAT AM I
LOOKIN' AT HERE,
STEVE?

HE
THOUGHT THE
END. WOULD
JUSTIFY THE
MEANS.

YOU TALKING
'BOUT APOCALYPSE
OR THE KIP?

BOTH.

WE
GONNA JUST
LET THIS THING
CLOSE?

THAT'S
EXACTLY WHAT
WE'RE GOING
TO DO.

"USING OWEN REECE AND THE EYE OF
AGAMOTTO, NATHAN HAD SUCCEEDED
IN OPENING A GATEWAY TO THE PAST.

"UNBEKNOWNST TO HIM, IT WAS
NOT A GATE TO THE PAST OF HIS
WORLD--BUT AN ALTERNATE
UNIVERSE.

"THE BOLT OF LIGHTNING CAPTAIN AMERICA
HAD INTENDED FOR NATHAN PASSED
THROUGH THE PORTAL, WHERE IT
KILLED THOUSANDS, GETTING IN MOTION
THE EVENTS RECALLED AT THE BEGINNING
OF THIS TALE.

"NATHAN SUMMERS INTENDED
ONLY TO SET THINGS RIGHT.

"TRAGICALLY, BY REFUSING TO HEED
THE WARNINGS OF OTHERS, WHAT
HE ACHIEVED WAS THAT HE WAS TO
PERPETUATE THE HORROR
HE SOUGHT TO HALT.

"NATHAN'S PRIDE, HIS SINGLE-MINDEDNESS,
BEGAN AN ANOMALY THAT HAS SPREAD
LIKE A CANCER THROUGH THE MULTIVERSE--A
DOMINO EFFECT, ROBBERING COUNTLESS MORE
WORLDS OF THE CONTRIBUTIONS OF CHARLES
XAVIER AND ERIC MAGNUS."

ONE MAN'S BEST INTENTIONS ARE NEVER
BEST FOR EVERYONE. IN ONE MAN'S
VERSION OF THE PERFECT WORLD THERE
WILL ALWAYS BE CASUALTIES TO BE
SUFFERED FROM ITS
CONCEPTION.

IT IS BEST TO LOOK
FORWARD AND WORK TO
BETTER THE CURRENT SITUATION,
REGARDLESS OF HOW BLEAK IT
MAY SEEM, THAN ATTEMPT
TO UNDO WHAT HAS BEEN
DONE.

THIS IS ALL
ACADEMIC, OF COURSE, AS I
CANNOT SHARE THESE THOUGHTS
WITH THOSE WHO WOULD BENEFIT
FROM THEM--FOR IT IS MY
CHARGE ONLY TO
WATCH...

THE END

ALTERNATIVE EPICS: WHAT IF? 2006!

NATHAN COSBY, ASSISTANT EDITOR • MARK PANICOLA, EDITOR • JOE GUESADA, CHIEF • DAN BUCKLEY, PUBLISHER
MARVEL COMICS 417 5th Ave., New York, NY 10018 • E-MAIL: MCDONMARVEL@MARVEL.COM

Last year's **WHAT IF?** event focused on stories that all took place in a specific universe. We observed a Namor who grew up on land, a Reed Richards loyal to Stalin's Soviet regime, a stoic Thor who made a soul-crushing deal with Galactus and much, much more.

This year we look at the alternate paths of some of Marvel's biggest events in recent history, asking questions that have been gnawing at the minds of readers since the epics concluded: What if Wolverine had never broken free of the Hand's control? What if mutantkind had neither of their greatest leaders to guide them? What if the Scarlet Witch's systematic dismantling of the Avengers was manipulated from within the team's most trusted ranks?

Over the next 60 days, the answers to these and many more questions will leave you with jaw-dropping awe and mind-bumming amazement. You may want to see more, you may be stunned silent by the revelations, you may wish you'd never cracked open the cover to see the "truth," but whatever the case—once you have a taste of the after-life—you'll always be asking "What if?"

—Mark Panicola



By Jeff Parker and Aaron Lopresti

WHAT IF? AVENGERS DISASSEMBLED

"The Avengers have the same unfortunate tendency as ordinary law enforcement. Once we have a perpetrator to hang the crime on, we look no further."

—Dr. Hank McCoy

It was the darkest day in Avengers history. Heroes died, the Mansion was destroyed, and the team came to an end. But when the Beast and Ms. Marvel do a "Holmes and Watson" style investigation, they discover the Scarlet Witch had a shocking partner in crime. Cover by Aaron Lopresti.

WHAT IF? SPIDER-MAN: THE OTHER

In "The Other," Peter Parker returned from the dead and embraced his "inner spider." But what if he rejected this destiny? What outside

forces would come to his aid and what kind of Peter Parker would come back to the land of the living?



By Peter David and Khoi Pham

WHAT IF? WOLVERINE: ENEMY OF THE STATE

What if the world's deadliest killing machine was never de-programmed? Over half a year has passed since the Hand took control of Wolverine, forcing him to assassinate one great hero after another. Now only a handful of super-powered beings are left to stop him. Who will risk their life to end the path of death and destruction? Cover by Doug Alexander.



By Jimmie Robinson and Carmine Di Giandomenico

WHAT IF? X-MEN: AGE OF APOCALYPSE

What if Legion killed Magneto and Xavier? With no leader to create any incarnation of X-Men to resist the onslaught of Apocalypse, the new world is a horrific finalized vision of Apocalypse's



By Rick Remender and Dave Wilkins

dream. On the dawn of the anniversary of the murders of Magneto and Xavier, we follow a small group consisting of Earth's remaining heroes, led by Nate Summers, as they stage a final offensive in an attempt to escape this twisted reality altogether. Cover by Marko Djurdjevic.

WHAT IF? X-MEN: DEADLY GENESIS

In the best-selling and history-making mini-series *X-Men: Deadly Genesis*, Professor X sent a secret team of young mutants to rescue the X-Men from the living island, Krakoa, before he sent the now-famous All-New, All-Different team. This secret second team was destroyed and eventually led to the deadly corruption of its powerful leader, Vulcan. But what if this second team HAD survived? Today, Vulcan is a celebrity hero who leads a new team of X-Men. But when Krakoa is found drifting in space, it holds a terrible secret that threatens the fate of this new generation of mutants. Cover by David Yardin.



By David Hine and David Yardin

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